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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NO. 1532
(OHIO DEPARTMENT OF TAXATION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the Ohio Department of Taxation ("Ohio"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim No. 1532 (Ohio Department Of Taxation) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 13, 2006, Ohio filed proof of claim number 1532 against Delphi which asserts a claim in the total amount of \$36,026,477.41, consisting of itemized amounts for (i) an unsecured priority claim for taxes in the amount of \$27,556,215.16 and for interest in the amount of \$4,336,829.98 and (ii) a general unsecured claim for penalties in the amount of \$4,133,432.27 (collectively, the "Claim") arising under a sales and use tax assessment for the period January 1, 2000 through October 8, 2005 (the "Audit Period").

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Duplicate And Amended Claims, (b) Insufficiently Documented Claims, (c) Claims Not Reflected On Debtors' Books And Records, (d) Untimely Claim, And (e) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims

Objection").

WHEREAS, on September 20, 2007, Ohio filed Ohio Department Of Taxation's Response To Debtors' Twentieth Omnibus Objection To Claims (Docket No. 9468) (the "Response").

WHEREAS, on December 20, 2007, DAS LLC and Ohio entered into an Ohio Sales and Use Tax Agreement (the "Audit Settlement Agreement") to resolve all issues within the Audit Period which served as the basis for the Claim by performance of the terms thereof, which include, among other things, the drafting and execution of the Settlement Agreement (as defined below) and this Stipulation and Agreed Order.

WHEREAS, under the Order Under 11 U.S.C. §§ 105, 363(b), 507(a)(8), 541, 1107, And 1108 Authorizing Debtors To Pay Prepetition Sales, Use, Trust Fund, And Other Taxes And Related Obligations (Docket No. 233) and in accordance with the terms of the Audit Settlement Agreement, DAS LLC has paid Ohio \$3,904,969.00 (corresponding to \$3,637,755.00 in taxes and \$267,214.00 in interest) to resolve DAS LLC's sales and use tax liability for all transactions during the Audit Period other than employment services transactions.

WHEREAS, under the Audit Settlement Agreement, DAS LLC and Ohio agreed to enter into a settlement agreement granting Ohio an unsecured priority tax claim in the total amount of \$4,265,739.00 (corresponding to \$3,705,195.00 in taxes and \$560,544.00 in interest) to resolve DAS LLC's sales and use tax liability for all employment services transactions during the Audit Period.

WHEREAS, on February 14, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim and in accordance with the terms of the Audit Settlement Agreement, DAS LLC and Ohio entered into a settlement agreement (the "Settlement

Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC as an unsecured priority tax claim in the amount of \$4,265,739.00 (corresponding to \$3,705,195.00 in taxes and \$560,544.00 in interest).

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Ohio stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$4,265,739.00 (corresponding to \$3,705,195.00 in taxes and \$560,544.00 in prepetition interest) and shall be treated as an unsecured priority tax claim against the estate of DAS LLC.

2. Ohio's Response to the Twentieth Omnibus Claims Objection shall be withdrawn with prejudice.

So Ordered in New York, New York, this 25th day of February, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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